



Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-2191

J. Gary Lane
Senior General Attorney

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RECORDATION NO. 12451-42 FILED 1425

July 15, 1993

JUL 19 1993 10:55 AM

Mr. Sidney Strickland
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D. C. 20423

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission four (4) counterparts, properly executed and acknowledged, of the document described below.

This document is a Statement of New Numbers, a secondary document, dated as of July 15, 1993. The primary document to which this is connected is recorded under Recordation No. 12451.

The names and addresses of the parties to the document to which this secondary document is connected are as follows:

TRUSTEE/LESSOR:	Citibank, N.A. 5 Hanover Square New York, New York 10043
LESSEE/GUARANTOR:	Norfolk Southern Railway Company (formerly Southern Railway Company) Three Commercial Place Norfolk, Virginia 23510

The equipment covered by the document is generally described as follows:

Number of Units	General Description	AAR Symbol	Railroad's Road Numbers (old numbers)
3	100-ton Covered Hopper Car	LO	SOU 88196 88290 88423

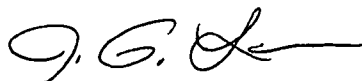
A fee of \$16.00 is enclosed. Please return three of

the original counterparts of the document, stamped with the Commission's recordation data, to J. Gary Lane, Norfolk Southern Corporation, Three Commercial Place, Norfolk, Virginia 23510.

A short summary of the document to appear in the index follows:

Statement of New Numbers dated as of July 15, 1993, with respect to Equipment Trust Agreement with Recordation No. 12451, dated December 15, 1980, covering three covered hopper cars, numbered SOU 88196, 88290 and 88423, changed to NS 257016, 257017 and 257019, respectively.

Very truly yours,

A handwritten signature in dark ink, appearing to read "J. G. Lane", with a stylized flourish at the end.

J. Gary Lane

jgl
encl.

RECORDATION NO. 12457 FILED 1123

JUL 19 1993 10:55 AM

No. 6 of 1980

INTERSTATE COMMERCE COMMISSION

STATEMENT OF NEW NUMBERS

STATEMENT OF NEW NUMBERS ASSIGNED TO THREE (3) COVERED HOPPER CARS BEARING THE SOUTHERN RAILWAY COMPANY ROAD NUMBERS SOU 88196, 88290 AND 88423, SUBJECT TO AN EQUIPMENT TRUST AGREEMENT DATED AS OF DECEMBER 15, 1980, BETWEEN NORFOLK SOUTHERN RAILWAY COMPANY (FORMERLY NAMED SOUTHERN RAILWAY COMPANY) AND CITIBANK, N.A., AS TRUSTEE

Old Road Number
Assigned

New Road Number
Assigned

SOU 88196
SOU 88290
SOU 88423

NS 257016
NS 257017
NS 257019

IN WITNESS WHEREOF, Norfolk Southern Railway Company has caused this instrument to be executed in its corporate name by its duly authorized officer, and its corporate seal to be hereunto affixed, duly attested, as of the 15th day of July, 1993.

NORFOLK SOUTHERN RAILWAY COMPANY

By:

William J. Roney
Vice President

ATTEST:

Dorothy M. Martin
Assistant Corporate Secretary

COMMONWEALTH OF VIRGINIA)

CITY OF NORFOLK

On this 15th day of July, 1993, before me personally appeared William J. Romig, to me personally known, who being by me duly sworn, says that he is a Vice President of Norfolk Southern Railway Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument by him on this date was the free act and deed of said corporation.

Notary Public

My Commission expires:

September 30, 1997